

Company No: 05191791

Company Limited By Shares

Written Resolutions Of Martello Underwriting Limited ("the Company")

Pursuant to Section 288 of the Companies Act 2006 we, being the sole member of the Company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which I was present, vote as follows on the special and ordinary resolutions set out below

Special Resolution

- 1 "THAT the Company be wound up voluntarily "

FOR/AGAINST

Ordinary Resolutions

- 2 "THAT Elizabeth Anne Bingham and Patrick Joseph Brazzill of Ernst & Young LLP, 1 More London Place, London, SE1 2AF be and they are hereby appointed Joint Liquidators of the Company for the purposes of the winding up "

FOR/AGAINST

- 3 "THAT any act required or authorised to be done by the Joint Liquidators may be done by them jointly or by either of them acting alone "

FOR/AGAINST

- 4 "THAT the Company's books and records be held by Royal & Sun Alliance Insurance Group plc to the order of the Joint Liquidators and cannot be disposed of until the expiry of 12 months after the date of dissolution of the Company and the (former) Joint Liquidators have given their prior written consent "

FOR/AGAINST

- 5 "THAT the remuneration of the Joint Liquidators be fixed on the basis of time spent by them and members of their staff in attending to matters arising prior to and during the winding up of the Company "

FOR/AGAINST

Special Resolutions

- 6 "THAT the Joint Liquidators be authorised to divide all or such part of the assets of the Company in specie as they shall think fit to the sole member of the Company "

FOR/AGAINST

SATURDAY



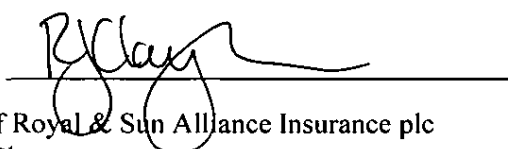
A37 22/03/2008 453
COMPANIES HOUSE

- 7 "THAT the Joint Liquidators be authorised under the provisions of Section 165 of the Insolvency Act 1986 to exercise any of the powers laid down in paragraphs 1 to 3A of Schedule 4 to the Insolvency Act 1986 namely, to pay any class of creditors in full, to make compromises with those who may have claims against the Company and those against whom the Company may have claims and to bring legal proceedings under sections 213, 214, 238, 239, 242, 243 or 423 of the Insolvency Act 1986 "

FOR AGAINST


Date 14 March 2008

Signature



Duly authorised signatory of Royal & Sun Alliance Insurance plc
Name of Signatory Rob Clayton

Attested by
Description



S. WHITING
ACCOUNTANT (ACCA)